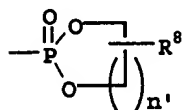


Sub
D1

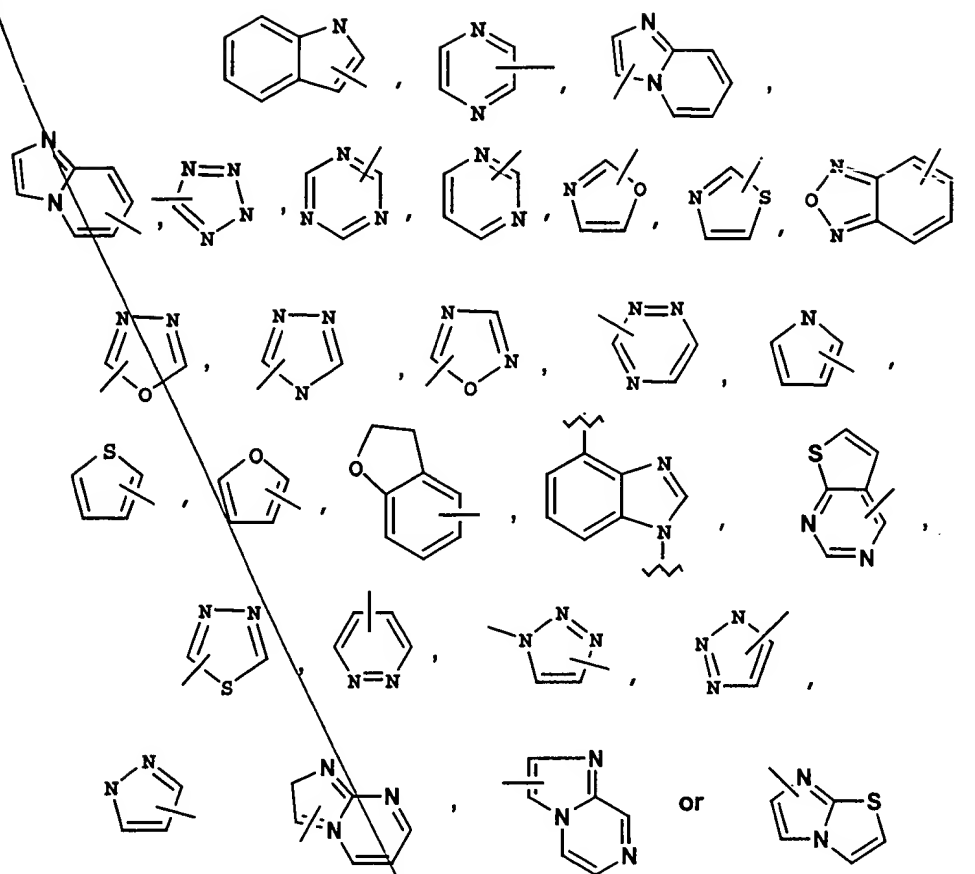
[illegible]

~~$\text{—}\overset{\text{NR}^{89}}{\underset{|}{\text{C}}}=\text{CH—}\overset{\text{O}}{\underset{||}{\text{C}}}\text{—R}^{8a}$; $\text{—PO(R}^{13}\text{)(R}^{14}\text{)}$, (where R^{13} and R^{14} are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl, cycloheteroalkoxy, or cycloheteroalkylalkoxy);~~

R⁶, R⁷, R⁸, R^{8a} and R⁹ are the same or different and are independently hydrogen, alkyl,

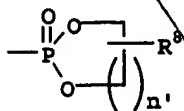
and R¹ may be unsubstituted or substituted with from one to five substituents;

- 2 -

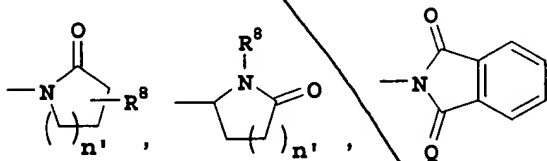


R^2 , R^3 and R^4 are the same or different and are independently H, alkyl, alkenyl, alkynyl, alkoxy, alkenyloxy, alkynyloxy, (alkyl or aryl)₃Si (where each alkyl or aryl group is independent), cycloalkyl, cycloalkenyl, amino, alkylamino, dialkylamino, alkenylamino, alkynylamino, arylalkylamino, aryl, arylalkyl, arylamino, aryloxy, cycloheteroalkyl, cycloheteroalkylalkyl, heteroaryl, heteroarylamino, heteroaryloxy, arylthio, arylsulfinyl, arylsulfonyl, thio, alkylthio, alkylsulfinyl, alkylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, halogen, haloalkyl, polyhaloalkyl, polyhaloalkoxy, aminothio, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkenylsulfonylamino, alkynylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, hydroxy, acyl, carboxy, aminocarbonyl, alkylcarbonyl, alkoxycarbonyl, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonyl, arylcarbonyloxy, arylcarbonylamino, heteroarylcarbonyl, heteroarylcarbonyloxy, heteroarylcarbonylamino, cyano, nitro, alkenylcarbonylamino, alkynylcarbonylamino, alkylaminocarbonylamino, alkenylaminocarbonylamino, alkynylaminocarbonylamino, arylaminocarbonylamino, heteroarylaminocarbonylamino, alkoxycarbonylamino, alkenyloxycarbonylamino, alkynyloxycarbonylamino, aryloxycarbonylamino, heteroaryloxycarbonylamino,

aminocarbonylamino, alkylaminocarbonyloxy, alkoxycarbonylamino, I,I-(alkoxyl or aryloxy)2alkyl (where the two aryl or alkyl substituents can be independently defined, or linked to one another to form a ring), $S(O)_2R^6R^7$, $-NR^6(C=NR^7)alkyl$, $-NR^6(C=NR^7)alkenyl$, $-NR^6(C=NR^7)alkynyl$, $-NR^6(C=NR^7)heteroaryl$, $-NR^8(C=NCN)-amino$,



pyridine-N-oxide,

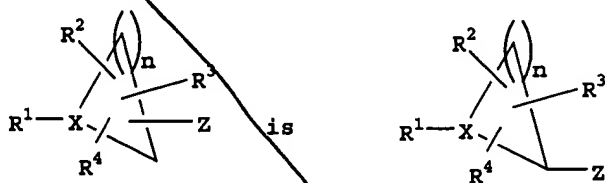


(where Q is O or H₂ and n' is 0, 1, 2 or 3) or

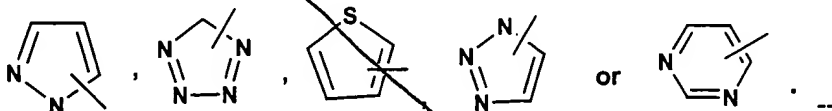
$-C(=CH)-C(=O)-R^{8a}$; tetrazolyl, pyrazolyl, pyridyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole, $-PO(R^{13})(R^{14})$, (where R¹³ and R¹⁴ are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl, cycloheteroalkoxy, or cycloheteroalkylalkoxy); and may be optionally independently substituted with from one to five substituents, which may be the same or different;

including pharmaceutically acceptable salts thereof, prodrugs thereof, and all stereoisomers thereof. --

--14. (Amended) The compound as defined in Claim I wherein the moiety



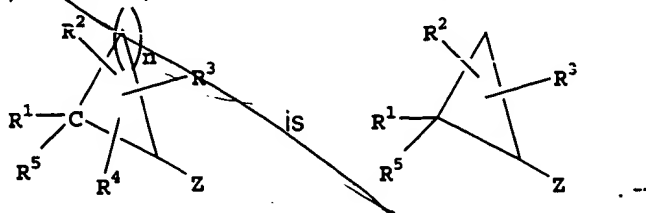
--19. (Twice Amended) The compound as defined in Claim I wherein the R¹ heteroaryl group is



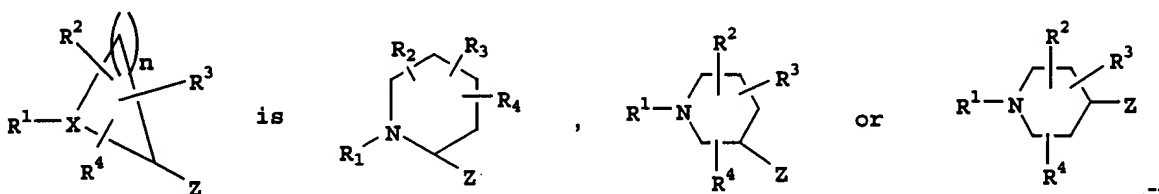
--21. (Amended) The compounds as defined in Claim 11 wherein

C4

Cancelled

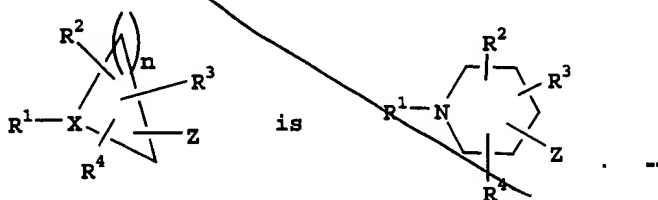


--22. (Twice Amended) The compound as defined in Claim 14 wherein

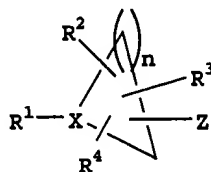


--24. (Twice Amended) The compound as defined in Claim 14 wherein

CS
Sub
G'



--64. (Amended) A compound having the structure



wherein n is 4;

X is N;

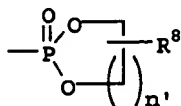
Z is a heteroaryl group;

R¹ is tetrazolyl, pyrazolyl, thiazolyl, pyrimidinyl, , oxazole, or triazole;

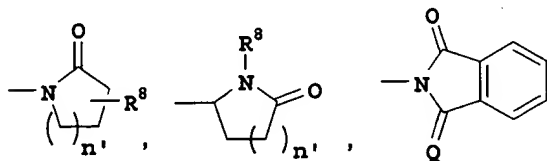
R⁶, R⁷, R⁸, R^{8a} and R⁹ are the same or different and are independently hydrogen, alkyl, haloalkyl, aryl, heteroaryl, arylalkyl, cycloalkyl, (cycloalkyl)alkyl, or cycloheteroalkyl;

and R¹ may be unsubstituted or substituted with from one to five substituents;

R², R³ and R⁴ are the same or different and are independently H, alkyl, alkenyl, alkynyl, alkoxy, alkenyloxy, alkynyloxy, (alkyl or aryl)₃Si (where each alkyl or aryl group is independent), cycloalkyl, cycloalkenyl, amino, alkylamino, dialkylamino, alkenylamino, alkynylamino, arylalkylamino, aryl, arylalkyl, arylamino, aryloxy, cycloheteroalkyl, cycloheteroalkylalkyl, heteroaryl, heteroarylamino, heteroaryloxy, arylthio, arylsulfinyl, arylsulfonyl, thio, alkylthio, alkylsulfinyl, alkylsulfonyl, heteroarylthio, heteroarylsulfinyl, heteroarylsulfonyl, halogen, haloalkyl, polyhaloalkyl, polyhaloalkoxy, aminothio, aminosulfinyl, aminosulfonyl, alkylsulfonylamino, alkenylsulfonylamino, alkynylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, alkylaminocarbonyl, arylaminocarbonyl, heteroarylaminocarbonyl, hydroxy, acyl, carboxy, aminocarbonyl, alkylcarbonyl, alkoxy, alkylcarbonyloxy, alkylcarbonylamino, arylcarbonyl, arylcarbonyloxy, arylcarbonylamino, heteroarylcarbonyl, heteroarylcarbonyloxy, heteroarylcarbonylamino, cyano, nitro, alkenylcarbonylamino, alkynylcarbonylamino, alkylaminocarbonylamino, alkenylaminocarbonylamino, alkynylaminocarbonylamino, arylaminocarbonylamino, heteroarylaminocarbonylamino, alkoxy, alkenyloxycarbonylamino, alkynyloxycarbonylamino, aryloxycarbonylamino, heteroaryloxycarbonylamino, aminocarbonylamino, alkylaminocarbonyloxy, alkoxy, alkenyloxycarbonylamino, 1,1-(alkoxy or aryloxy)₂alkyl (where the two aryl or alkyl substituents can be independently defined, or linked to one another to form a ring), S(O)₂R⁶R⁷, -NR⁶(C=NR⁷)alkyl, -NR⁶(C=NR⁷)alkenyl, -NR⁶(C=NR⁷)alkynyl, -NR⁶(C=NR⁷)heteroaryl, -NR⁸(C=NCN)-amino,



pyridine-N-oxide,



(where Q is O or H₂ and n' is 0, 1, 2 or 3) or

$\text{—C(R}^8\text{)=CH—C(=O)—R}^{8a}\text{—}$; tetrazolyl, pyrazolyl, pyridyl, thiazolyl, pyrimidinyl, imidazole, oxazole, or triazole, -PO(R¹³)(R¹⁴), (where R¹³ and R¹⁴ are independently alkyl, aryl, alkoxy, aryloxy, heteroaryl, heteroarylalkyl, heteroaryloxy, heteroarylalkoxy, cycloheteroalkyl, cycloheteroalkylalkyl,